



20140723-0040071

Loudoun County, VA Pgs: 18
07/23/2014 9:04:26AM
Gary M. Clemens, Clerk

RECORDATION COVER SHEET

TYPE OF INSTRUMENT: DECLARATION OF PARKING COVENANT

DATE OF INSTRUMENT: JULY ^{21st} ~~9th~~, 2014

NAMES OF GRANTORS: CLS PHASE 1, LC
COMSTOCK LOUDOUN STATION, L.C.
CLS BLDG C, LC

NAMES OF GRANTEES: BOARD OF SUPERVISORS OF LOUDOUN
COUNTY, VIRGINIA

COUNTY WHERE PROPERTY
LOCATED: LOUDOUN

ELECTION DISTRICT WHERE
PROPERTY LOCATED: BROAD RUN

BRIEF DESCRIPTION
OF PROPERTY: LOUDOUN STATION

DEED BOOK AND PAGE NUMBER
WHERE PROPERTY ACQUIRED: DEED BOOK 2216, PAGE 0749 & Instrument #'s
200310230140669, and 201102230012526, and
201312260097600

PLAT ATTACHED:
PREPARED BY: NONE

PINS: 088-16-7575, 089-46-8658, 089-47-0533,
089-47-1719, 089-47-0508, 089-46-9226,
089-46-7548, 089-46-6163, 089-46-4753,
089-46-5834, 089-46-7413, 089-46-8994,
089-46-7684, 089-46-6102, 089-46-4224,
089-46-2840, 089-46-9208, 089-46-6740,
089-46-5314, 089-46-2227, 089-46-6583,
089-46-0327, 089-46-1316, 089-46-1809,
089-46-2408, 089-46-2700, 089-46-2993,
089-46-3894, 089-46-4287, 089-46-4582,
089-46-5476, 089-36-6561

COUNTY FILE NO.: SPAM 2014-0059

THIS INSTRUMENT PREPARED BY: Alisa M. Vogt, Esquire

RETURN TO: COMSTOCK LOUDOUN STATION, L.C.
c/o COMSTOCK PARTNERS
ATTN: GENERAL COUNSEL
1886 METRO CENTER DRIVE, 4TH FLOOR
RESTON, VA 20190

DECLARATION OF PARKING COVENANT

THIS DECLARATION OF PARKING COVENANT ("Declaration") is made as of this 21st day of JULY, 2014, by and among CLS PHASE 1, LC, a Virginia limited liability company ("Phase 1"), GRANTOR; COMSTOCK LOUDOUN STATION, L.C., a Virginia limited liability company ("Comstock"), GRANTOR; CLS BLDG C, LC, a Virginia limited liability company ("Bldg C"), GRANTOR (collectively Phase 1, Comstock, and Bldg C are hereinafter referred to as the "Declarant" or "Owners"); SCOTT E. FIREISON, Trustee ("Phase 1 Trustee"), GRANTOR; WALKER & DUNLOP, LLC, a Delaware limited liability company ("Phase 1 Beneficiary"), GRANTOR; PRLAP, INC., a Virginia corporation, Trustee ("Comstock/Bldg C Trustee"), GRANTOR; BANK OF AMERICA, N.A., a national banking association ("Comstock/Bldg C Beneficiary"), GRANTOR; and the BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA, a body corporate and politic (the "County"), GRANTEE.

RECITALS:

WHEREAS, Phase 1 is the owner in fee simple absolute of certain real estate located in Loudoun County, Virginia, described on Exhibit "A" attached hereto and incorporated herein by this reference (the "Phase 1 Property"), which Phase 1 Property is being developed pursuant to Proffers ("Proffers") and Concept Development Plan approved with Zoning Map Amendment (ZMAP) 2002-0005, Loudoun Station, and Zoning Concept Plan Amendment (ZCPA) 2012-0001, Loudoun Station (the "Project");

WHEREAS, Comstock is the owner in fee simple absolute of certain real estate located in Loudoun County, Virginia, described on Exhibit "B" attached hereto and incorporated herein by this reference (the "Comstock Property"), which Comstock Property is included in the Project;

WHEREAS, Bldg C is the owner in fee simple absolute of certain real estate located in Loudoun County, Virginia, described on Exhibit "C" attached hereto and incorporated herein by this reference (the "Bldg C Property"), which Bldg C Property is included in the Project (collectively the Phase 1 Property, the Comstock Property and the Bldg C Property are hereinafter referred to as the "Property");

WHEREAS, the Phase 1 Property is subject to the lien of a certain Deed of Trust dated February 23, 2011, and recorded as Instrument #20110223-0012527, among the land records for Loudoun County, Virginia ("Land Records"), wherein the Phase 1 Property was conveyed unto the Phase 1 Trustee to secure a certain indebtedness for the benefit of Phase 1 Beneficiary, as more specifically set forth therein (the "Phase 1 Deed of Trust");

WHEREAS, the Comstock Property is subject to the lien of a certain Deed of Trust dated September 25, 2009, and recorded as Instrument #20090929-0066011 among the Land Records, wherein the Comstock Property was conveyed unto the Comstock/Bldg C Trustee to secure a

certain indebtedness for the benefit of Comstock/Bldg C Beneficiary, as more specifically set forth therein (the "Comstock Deed of Trust");

WHEREAS, the Bldg C Property is subject to the lien of a certain Deed of Trust dated December 20, 2013, and recorded as Instrument #20131226-0097601 among the Land Records, wherein the Bldg C Property was conveyed unto the Comstock/Bldg C Trustee to secure a certain indebtedness for the benefit of Comstock/Bldg C Beneficiary, as more specifically set forth therein (the "Bldg C Deed of Trust");

WHEREAS, in accordance with the Proffers for the Project, and in order to provide bus service to the Property, Owners, together with the owners of adjacent parcels subject to the Proffers, are required, prior to Phase 2 development of the Project, to construct or fund a permanent bus station at the Project at a location to be determined in consultation with WMATA, the County, and other appropriate entities (the "Bus Station");

WHEREAS, in the interim, Comstock and the County are entering into a certain License Agreement intended to be of even date herewith ("License Agreement") which shall provide areas on the Comstock Property to be reserved for (1) bus shelters, (2) boarding and exiting for carpools, vanpools and buses, and (3) three hundred (300) parking spaces for transit-use parking (all of the foregoing being referred to herein as the "Transit Facility" as defined in the License Agreement), to be operated by the County;

WHEREAS, it is the desire and intent of Declarant to create and establish a parking covenant on the Property, in accordance with Section 5-1102(F)(1)(c) of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance") and as required pursuant to Zoning Determination (ZCOR) 2013-0137, Parking Adjustment (Phase I Loudoun Station, FIDP 2008-0001) (the "Parking Adjustment"), for purposes of committing to provide up to three hundred (300) additional parking spaces (the "Additional Parking"), as determined by, and if requested by, the Loudoun County Zoning Administrator (the "Zoning Administrator");

WHEREAS, both Owners and the County agree there is a typographical error in Section 5-1102(F)(1)(c) of the Zoning Ordinance and that the aforesaid section shall be interpreted and administered as though the words "Board of Zoning Appeals" were replaced with "Board of Supervisors"; and

WHEREAS, it is the desire and intent of Phase 1 Trustee and Phase 1 Beneficiary, and Comstock/Bldg C Trustee and Comstock/Bldg C Beneficiary to consent to the covenants and provisions herein, as evidenced by their signatures below.

DECLARATION OF COVENANT:

NOW, THEREFORE, WITNESSETH that Declarant, for themselves and their successors and assigns, and with the consent of Phase 1 Trustee, Comstock/Bldg C Trustee, Phase 1 Beneficiary and Comstock/Bldg C Beneficiary, do hereby create and establish a parking covenant enforceable by the County against Declarant and their successors and assigns, to provide the Additional Parking on the Property, as determined by, and if requested by, the Zoning Administrator in accordance with Section 5-1102(F)(1)(c) of the Zoning Ordinance and pursuant to the requirements of the Parking Adjustment, in accordance with the following:

1. Upon receipt of a written request from the Zoning Administrator to provide the Additional Parking, which request shall not be made until after commencement of Metrorail Silver Line revenue operations to the Route 772 Station adjacent to the Property and completion and opening of the permanent bus station required by Proffer 1.F.2.a of ZMAP 2002-0005, Declarant shall be given the opportunity to make changes in the scheduling of the hours and/or operations of the uses, activities, programs, and/or services being conducted on the Property (including, without limitation, terminating the obligation to reserve the 300 transit-use parking space portion of the Transit Facility as provided for in paragraph 1.d. below) to eliminate the need for such additional parking spaces within a timeframe acceptable to the Zoning Administrator. If Declarant does not eliminate the need for such additional parking spaces, as determined by the Zoning Administrator, then Declarant shall take, or shall cause Comstock to take, the following actions in the order presented below (subject to subparagraph d.) as may be necessary to provide such additional parking spaces.

a. First, Declarant shall make the required improvements (designed in accordance with the applicable Virginia Department of Transportation or County regulations) after filing and obtaining County approval of any necessary plans and/or plats for such improvements, in order to provide such additional parking spaces as on-street parking to be provided along such streets as illustrated on Exhibit "D". These parking improvements may be phased, provided that such phasing and the number of parking spaces required will be as determined by the Zoning Administrator.

b. Second, if the number of parking spaces provided by Declarant pursuant to subparagraph a. above is not sufficient to meet the number of additional parking spaces requested by the Zoning Administrator, Declarant shall provide any remaining additional parking spaces requested by the Zoning Administrator within the area of the Property ("Parking Area") as indicated on Exhibit "D". Declarant shall also provide for any pedestrian connection from the Parking Area shown on Exhibit "D" to connect to the Property if requested by the Zoning Administrator. Such pedestrian connection shall be deemed in substantial conformance with the Project.

c. Third, if the number of parking spaces provided by Declarant pursuant to subparagraphs a. and b. above is not sufficient to meet the number of additional parking spaces requested by the Zoning Administrator, Declarant shall provide any remaining additional parking spaces requested by the Zoning Administrator as structured parking within the area of the Property as indicated on Exhibit "D". Such structured parking will require approval by the County of a site plan amendment and will be deemed in substantial conformance with the Project.

d. Notwithstanding the foregoing subparagraphs a., b. and c., or any other provision of this Declaration to the contrary, Declarant's obligation to make available the Additional Parking as requested by the Zoning Administrator shall be deemed satisfied by Comstock's revocation, in accordance with the terms of the License Agreement, of the portion of the License Agreement that provides for the 300 transit-use parking spaces.

2. The request of the Zoning Administrator to provide the Additional Parking may be appealed by Declarant only to the Board of Supervisors in accordance with the appeal procedure of Section 6-1209(J) of the Zoning Ordinance.

3. This Declaration and all obligations and covenants contained herein shall continue in full force and effect for a period of twenty (20) years from the date of recordation of this Declaration among the Land Records and shall automatically terminate and be of no further force and effect without additional action by any parties hereto, including without limitation the filing of a release or termination of this Declaration in the Land Records, at the end of such twenty (20)-year period, if not sooner terminated as permitted herein. This Declaration shall be a covenant running with the land and shall be binding upon the parties hereto, their successors and assigns, and shall be enforceable by the County pursuant to the Zoning Ordinance and as an intended third party beneficiary. The terms and provisions of this Declaration shall not merge into the title of the Property but shall continue in full force and effect for the said twenty (20)-year period unless and until Declarant, with the written consent of the County, records a modification or termination of this Declaration.

4. This Declaration of Parking Covenant shall be recorded in the deed records in the Office of the Clerk of the Circuit Court of Loudoun County.

This Declaration is made in accordance with the statutes made and provided in such cases, as shown by the signatures affixed to this Declaration, under seal, and is with the free consent and in accordance with the desire of Declarant, the owners in fee simple of the Property, and with the consent of Phase 1 Trustee, Phase 1 Beneficiary, Comstock/Bldg C Trustee, and Comstock/Bldg C Beneficiary.

[SIGNATURE PAGES FOLLOW THIS PAGE]

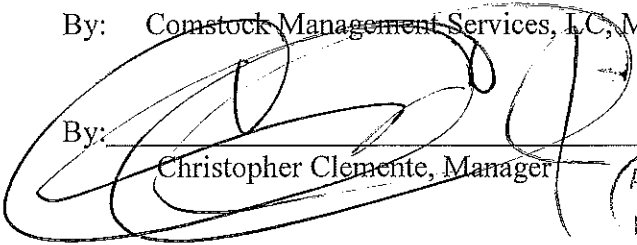
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WITNESS the following signatures and seals:

OWNERS:

CLS PHASE 1, LC,
a Virginia limited liability company

By: Comstock Management Services, LC, Manager

By: 
Christopher Clemente, Manager



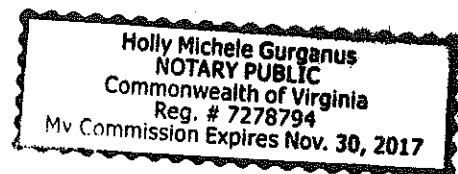
COMMONWEALTH OF VIRGINIA
COUNTY OF Fairfax, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that Christopher Clemente, Manager of Comstock Management Services, LC, Manager of CLS PHASE 1, LC, whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the company.

GIVEN under my hand and seal this 11th day of July, 2014.

Holly Michele Gurganus
Notary Public

My commission expires: 11/30/17
Notary Registration No.: 7278794



COMSTOCK LOUDOUN STATION, L.C.,
a Virginia limited liability company

By: Comstock Management Services, LC, Manager

By:

Christopher Clemente, Manager



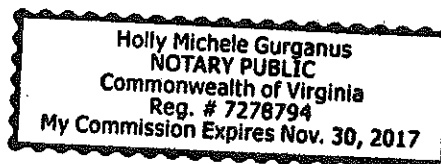
COMMONWEALTH OF VIRGINIA
COUNTY OF Fairfax, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that Christopher Clemente, Manager of Comstock Management Services, LC, Manager of COMSTOCK LOUDOUN STATION, L.C., whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the company.

GIVEN under my hand and seal this 11th day of July, 2014.

Holly Michele Gurganus
Notary Public

My commission expires: 11/30/17
Notary Registration No.: 7278794



CLS BLDG C, LC,
a Virginia limited liability company

By: Comstock Management Services, LC, Manager

By:

Christopher Clemente, Manager



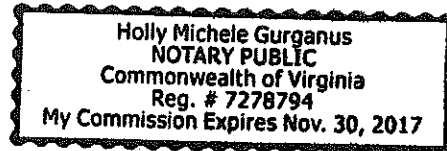
COMMONWEALTH OF VIRGINIA
COUNTY OF Fairfax, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that Christopher Clemente, Manager of Comstock Management Services, LC, Manager of CLS BLDG C, LC, whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the company.

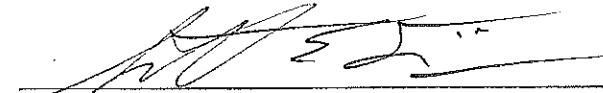
GIVEN under my hand and seal this 11th day of July, 2014.

Holly Michele Gurganus
Notary Public

My commission expires: 11/30/17
Notary Registration No.: 7278794



PHASE 1 TRUSTEE:

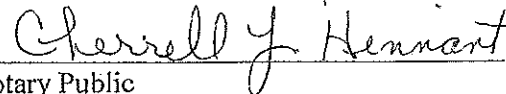


Scott E. Fireison, Trustee

District of Columbia
~~COMMONWEALTH OF VIRGINIA~~
COUNTY OF Washington, DC, to-wit:

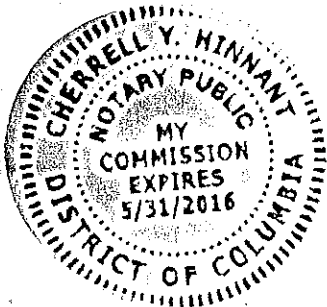
I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that Scott E. Fireison, whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid in his capacity as Trustee.

GIVEN under my hand and seal this 9th day of July, 2014.



Notary Public

My commission expires: May 31, 2016
Notary Registration No.: _____



PHASE 1 BENEFICIARY:

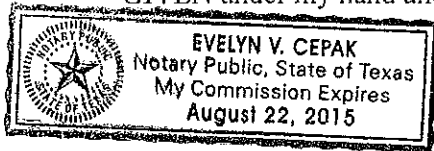
WALKER & DUNLOP, LLC,
a Delaware limited liability company

By: Sharon Walker
Name: Sharon Walker
Title: Vice President

State of Texas
~~COMMONWEALTH OF VIRGINIA~~
COUNTY OF DALLAS, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that Sharon Walker, as Vice President of WALKER & DUNLOP, LLC, whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the company.

GIVEN under my hand and seal this 9 day of July, 2014.



Evelyn V. Cepak
Notary Public

My commission expires: _____
Notary Registration No.: _____

COMSTOCK/BLDG C TRUSTEE:

PRLAP, INC., a Virginia corporation

By: 


Name: DEIRDRE A. CHERRY

Title: DIRECTOR

COMMONWEALTH OF ~~VIRGINIA~~ ^{NEW YORK}
COUNTY OF NEW YORK, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that DEIRDRE A. CHERRY, as DIRECTOR of PRLAP, INC., whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the corporation.

GIVEN under my hand and seal this 14TH day of JULY, 2014.


Notary Public

My commission expires: 02/12/15
Notary Registration No.: 01FR6054757

A. MICHAEL FRAHLICH
Notary Public, State of New York
No. 01FR6054757
Qualified in Nassau County
Commission Expires 02/12/2015

COMSTOCK/BLDG C BENEFICIARY:

BANK OF AMERICA, N.A.,
a national banking association

By: 


Name: DEIRDRE A. CHERRY

Title: DIRECTOR

NEW YORK
COMMONWEALTH OF ~~VIRGINIA~~
COUNTY OF NEW YORK, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, do hereby certify that DEIRDRE A. CHERRY, as DIRECTOR of BANK OF AMERICA, N.A., whose name is signed to the foregoing Declaration of Parking Covenant appeared before me and personally acknowledged the same in my jurisdiction aforesaid on behalf of the bank.

GIVEN under my hand and seal this 14TH day of JULY, 2014.

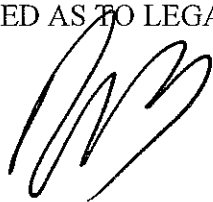

Notary Public

My commission expires: 02/12/15
Notary Registration No.: 01FR6054757

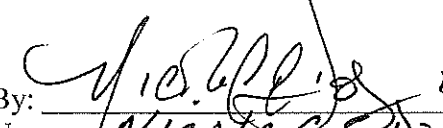
A. MICHAEL FRAHLICH
Notary Public, State of New York
No. 01FR6054757
Qualified in Nassau County
Commission Expires 02/12/2015

APPROVED AS TO LEGAL FORM:

BOARD OF SUPERVISORS OF LOUDOUN
COUNTY, VIRGINIA



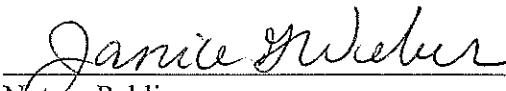
County Attorney

By:  (SEAL)
Name: Nicole E. Dozier
Title: Zoning Administrator

County of LOUDOUN
Commonwealth of Virginia

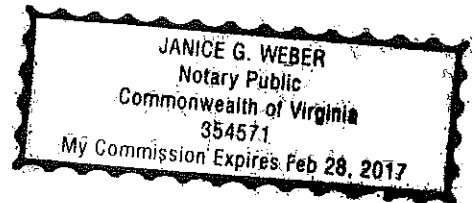
I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Nicole Dozier as Zoning Administrator of County of Loudoun, whose name is signed to the foregoing Declaration of Parking Covenant, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

Given under my hand and seal this 22 day of July, 2014.



Notary Public

Notary registration number: 354571
My commission expires: 2/28/2017



[SIGNATURE PAGE TO THAT CERTAIN DECLARATION OF PARKING COVENANT
APPROVED BY LOUDOUN COUNTY, VIRGINIA, UNDER ZCOR 2013-0137)]

Exhibit A

Phase 1 Property

BLOCK 1, LOTS 1A and 2A; BLOCK 2, LOT 1A, and BLOCK 4, LOT 1A, LOUDOUN STATION, as the same appear duly dedicated, platted and recorded in that certain Deed of Subdivision and Easements dated June 17, 2008 and recorded as Instrument #20080801-0047076 among the land records of Loudoun County, Virginia, as modified by plat entitled "Plat Showing Boundary Line Adjustment on the Properties of Comstock Loudoun Station, L.C., Instrument Number 20080810047076, LOUDOUN STATION" recorded as Instrument Number 20091215-0083089 and being attached to the Deed of Boundary Line Adjustment, Easement and Vacation dated November 2, 2009 and recorded as Instrument Number 20091215-0083088, both among the Land Records of Loudoun County, Virginia;

and

BLOCK 2, LOTS 2A-1 AND 3A-1, LOUDOUN STATION, as shown on a plat entitled "Plat Showing Boundary Line Adjustment on the Properties of Comstock Loudoun Station, L.C., Instrument Number 200912150083088, LOUDOUN STATION" recorded as Instrument Number 20110105-0001465 and being attached to the Deed of Boundary Line Adjustment dated December 8, 2010 and recorded as Instrument Number 20110105-0001464, both among the Land Records of Loudoun County, Virginia.

Exhibit B

Comstock Property

BLOCK 1, LOTS 3A AND 4A; BLOCK 3, LOTS 2A and 3A; BLOCK 4, LOTS 2A, 3A and 4A; and PARCELS A-1, B-1, C-1, D-1 AND E-1, LOUDOUN STATION, as shown on the plat entitled "Plat Showing Boundary Line Adjustment on the Properties of Comstock Loudoun Station, L.C., Instrument Number 20080810047076, LOUDOUN STATION" recorded as Instrument Number 20091215-0083089 and being attached to the Deed of Boundary Line Adjustment, Easement and Vacation dated November 2, 2009 and recorded as Instrument Number 20091215-0083088, both among the Land Records of Loudoun County, Virginia;

and

BLOCK 2, LOT 4A-1; BLOCK 5, LOTS 1 and 2; BLOCK 6, LOTS 1 and 2; BLOCK 7, LOTS 1 and 2; BLOCK 8, LOTS 1 and 2, LOUDOUN STATION as duly dedicated, platted and recorded in that certain Deed of Subdivision and Easements dated June 17, 2008 and recorded as Instrument #20080801-0047076 among the land records of Loudoun County, Virginia, as modified by Boundary Line Adjustment dated December 8, 2010 and recorded as Instrument #20110105-0001464 among the land records of Loudoun County, Virginia.

Exhibit C

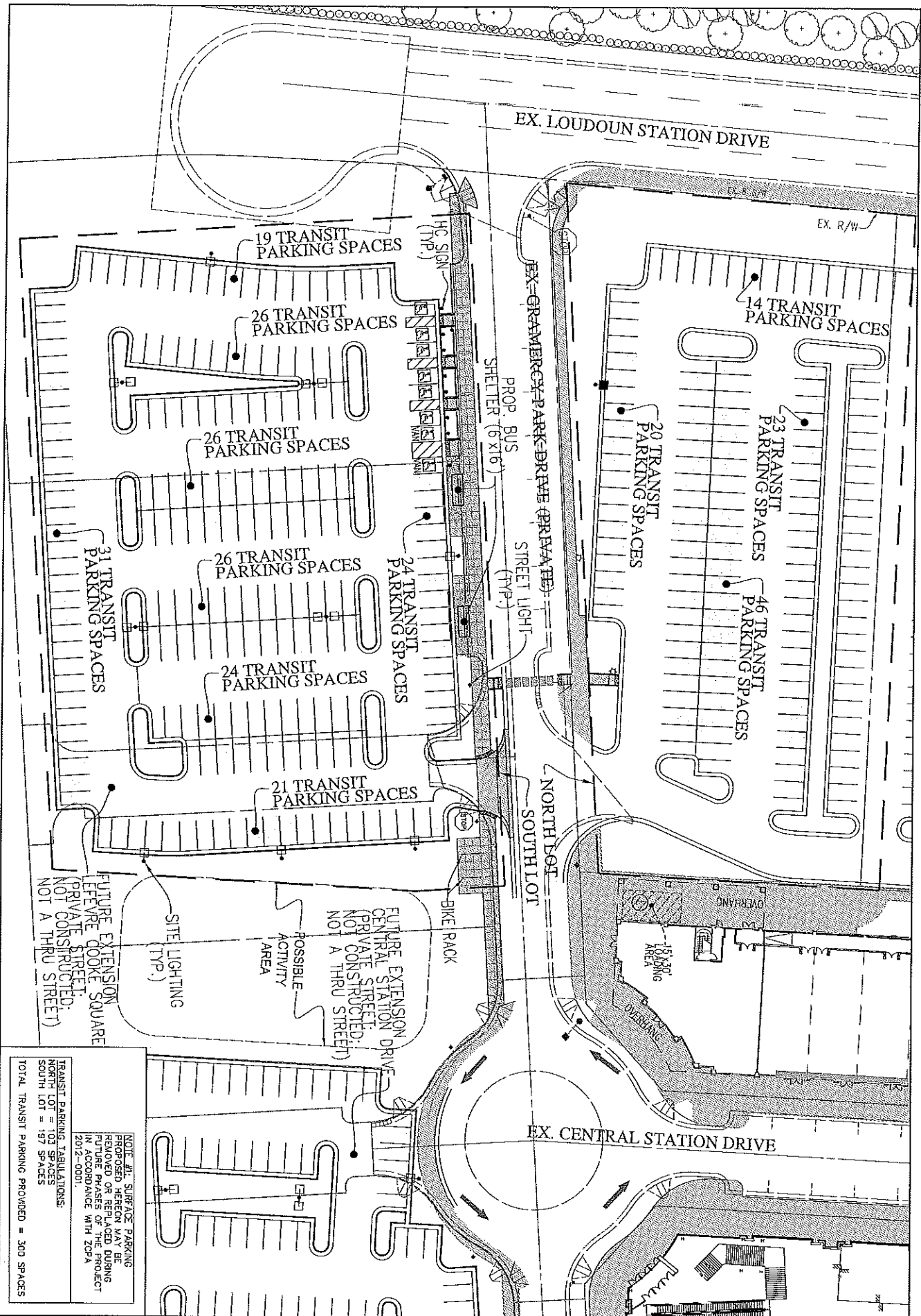
Bldg C Property

LOT 1A and LOT 4A, BLOCK 3, LOUDOUN STATION, as the same appear duly dedicated, platted and recorded in that certain Deed of Subdivision and Easements dated June 17, 2008 and recorded as Instrument #20080801-0047076 among the land records of Loudoun County, Virginia, as modified by plat entitled "Plat Showing Boundary Line Adjustment on the Properties of Comstock Loudoun Station, L.C., Instrument Number 20080810047076, LOUDOUN STATION" recorded as Instrument Number 20091215-0083089 and being attached to the Deed of Boundary Line Adjustment, Easement and Vacation dated November 2, 2009 and recorded as Instrument Number 20091215-0083088, both among the Land Records of Loudoun County, Virginia.

Exhibit D

Plat Showing Project Streets,
Parking Area and Site of Possible Future Structured Parking

[See attached]



TRANSIT PARKING - EXHIBIT "D"
LOUDOUN STATION
PHASE I BUILDINGS
LOUDOUN COUNTY, VIRGINIA



urban

Planner, Engineer, Landscape Architect, Land Surveyor



1"=20'

JUNE 26, 2014